

**DESCRIPTION OF TRANSACTION
AND PUBLIC INTEREST STATEMENT**

I. DESCRIPTION OF THE TRANSACTION

Broadpoint, LLC, Broadpoint License Co., LLC (collectively, “Broadpoint”), and Broadpoint Newco, LLC (“Newco”), an entity to be controlled by Tampnet Inc. (“Tampnet”) (collectively, the “Parties”) seek Commission consent to the assignment of wireless radio service licenses¹ and satellite earth station licenses set forth in this application (the “FCC Licenses”) from Broadpoint, as the Assignor, to Newco, as the Assignee.²

II. DESCRIPTION OF THE APPLICANT

Tampnet currently operates the Gulf of Mexico’s largest high speed, multi-point broadband network utilizing, in part, thirty-eight microwave licenses issued to the company in 2014.³ Tampnet is a full service communications company providing managed services to industry and government including network management, carrier services and a full range of broadband and converged IP solutions. Using microwave solutions, WiMAX technologies and fiber-backed, carrier-grade backhaul, Tampnet integrates its network solutions with satellite and

¹ The parties are also concurrently filing an application to assign certain cellular and AWS licenses from Broadpoint to Newco.

² Newco is currently a wholly-owned subsidiary of Broadpoint. Immediately following the *pro forma* assignment of the FCC Licenses to Newco, Tampnet will acquire from Broadpoint all of the membership interests of Newco. Accordingly, upon close of the transaction, Newco will become a wholly-owned subsidiary of Tampnet. The parties seek consent to both of these nearly concurrent transactions.

³ Tampnet and its wholly-owned subsidiary, Tampnet Licensee LLC (“Tampnet Licensee”) has pending before the Commission numerous applications to convert microwave licenses to common carrier status. In conjunction with those applications, on May 7, 2015, Tampnet filed a petition for declaratory ruling under Section 310(b)(4) requesting that the Commission issue a declaratory ruling finding that 100 percent indirect foreign ownership of Tampnet Licensee is in the public interest. That petition is pending before the International Bureau in File No. ISP-PDR-20150507-00003.

carrier services, enhancing the customer experience and enabling enterprise class broadband solutions to remote locations.

Tampnet's parent company, Tampnet AS, is a Norwegian company operating as an independent supplier of high capacity and low latency communication to offshore oil and gas installations in both the Norwegian and United Kingdom ("UK") parts of the North Sea.

Tampnet AS operates the largest offshore fiber infrastructure network and serves more than one hundred oil and gas platforms, floating production storage, and offloading units, exploration rigs, and a large number of vessels in the Norwegian, Danish and UK sector of the North Sea.

Tampnet AS has been awarded spectrum licenses to operate and deploy its 4G/LTE network in both UK and Norwegian waters and is focused on providing bandwidth services to the industry through the deployment of multiple LTE base stations offshore in the North Sea. Tampnet AS' fully deployed 4G/LTE network in the North Sea is an extension of an extensive subsea fiber optic network.

Tampnet's US operations are overseen by the company's President and CEO, David Heximer. Mr. Heximer, previously the CEO of AirTap Communications, has over twenty years' experience in remote telecommunications businesses, including implementation of the design, construction and maintenance of both onshore and offshore networks utilizing fiber and wireless transmission technology solutions.⁴

⁴ In addition to his responsibilities at Tampnet, Mr. Heximer serves as Communications Sector Chief and Vice President of Acadiana Sub-chapter of Infragard Louisiana. InfraGard is a partnership between the Federal Bureau of Investigation ("FBI") and the private sector. It is an association of persons (subject matter experts) who represent businesses, academic institutions, state and local law enforcement agencies and other participants, dedicated to sharing information and intelligence to prevent hostile acts against the U.S. It provides a trusted forum for the exchange of knowledge, experience and information related to the protection of our nation's critical infrastructure from both physical and cyber threats. InfraGard interacts with the FBI, the Department of Homeland Security, the US Coast Guard, and other agencies and organizations. Mr. Heximer also served in the United States Air Force during the Gulf War.

II. THE STANDARD OF REVIEW

Under Section 310(d) of the Communications Act of 1934, as amended (the “Act”), a license may be transferred or assigned where the Commission finds “that the public interest, convenience and necessity will be served thereby.”⁵ This standard involves a balancing process that weighs the potential public interest benefits of the proposed transaction against any potential harm.⁶

The Commission has determined that applications that demonstrate on their face that a transaction will yield affirmative public interest benefits and will neither violate the Act or Commission rules, nor frustrate or undermine policies and enforcement of the Act by reducing competition or otherwise,⁷ do not require extensive review and expenditure of considerable

⁵ 47 U.S.C. § 310(d); *see Applications of AT&T Inc. and Dobson Communications Corporation For Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 22 FCC Rcd 20295, at ¶ 2 (2007) (“AT&T-Dobson Order”); *Applications of Midwest Wireless Holdings, L.L.C. and Alltel Communications, Inc. For Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 21 FCC Rcd 11526, 11535 (2006) (“Alltel-Midwest Order”); *Applications of Nextel Communications, Inc. and Sprint Corporation For Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 20 FCC Rcd 13967, 13976 (2005) (“Sprint-Nextel Order”); *Applications of Western Wireless Corporation and Alltel Corporation For Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 20 FCC Rcd 13053, 13062 (2005) (“Alltel-Western Order”); *Applications of AT&T Wireless Services, Inc. and Cingular Wireless Corp. For Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 19 FCC Rcd 21522, 21542 (2004) (“Cingular-AT&T Wireless Order”); *Applications for Consent to the Assignment of Licenses Pursuant to Section 310(d) of the Communications Act from NextWave Personal Communications, Inc., Debtor-in-Possession, to Subsidiaries of Cingular Wireless LLC*, Memorandum Opinion and Order, 19 FCC Rcd 2570, 2580 (“Cingular-NextWave Order”).

⁶ *AT&T-Dobson Order* at ¶ 10; *Alltel-Midwest Order*, 21 FCC Rcd at 11535; *Sprint-Nextel Order*, 20 FCC Rcd at 13976; *Alltel-Western Order*, 20 FCC Rcd at 13062-63; *Cingular-AT&T Wireless Order*, 19 FCC Rcd at 21543; *Cingular-NextWave Order*, 19 FCC Rcd at 2580-81.

⁷ *See Applications for Consent to the Transfer of Control of Licenses and Section 214 Authorizations from Telecommunications, Inc., Transferor to AT&T Corp., Transferee*, Memorandum Opinion and Order, 14 FCC Rcd 3160, 3170 (1999); *Ameritech Corp., Transferor, and SBC Communications Inc., Transferee, For Consent to Transfer Control of Corporations Holding Commission Licenses and Lines Pursuant to Sections 214 and 310(d) of the Communications Act and Parts 5, 22, 24, 25, 63, 90, 95 and 101 of the Commission’s Rules*, Memorandum Opinion and Order, 14 FCC Rcd 14712, at 14740-42 (1999) (“Ameritech/SBC”).

resources by the Commission.⁸ Indeed, many transfer or assignment applications on their face show that a transaction will yield affirmative public interest benefits and will not violate the Communications Act or Commission rules, nor frustrate or undermine the policies and enforcement of the Communications Act by reducing competition or otherwise.⁹ Such applications do not require extensive review and expenditures of considerable resources by the Commission and interested parties.¹⁰ This transaction meets this standard and this application should thus be granted promptly.

As demonstrated below, this transaction promotes the objectives of the Communications Act and enhances the Commission's ability to implement the competition enhancing objectives of the Act. This transaction will enhance competition, increase investment, and expand the diversity of competitive providers in the affected markets. The transaction does not harm competition, or otherwise violate any statute or rule. Accordingly, the Commission should expeditiously approve the transaction.

⁸ See *Ameritech/SBC*, 14 FCC Rcd at 14740-42.

⁹ *In re Application of GTE Corp. and Bell Atlantic Corp. for Consent to Transfer Control of Domestic and Int'l Section 214 and 310 Authorizations and Application to Transfer Control of a Submarine Cable Landing License*, Memorandum Opinion and Order, 15 FCC Rcd. 14,032, 14,048, ¶ 25 (2000) (“*GTE/Bell Atlantic Merger Order*”); *In re Applications for Consent to the Transfer of Control of Licenses and Section 214 Authorizations from MediaOne Group, Inc. to AT&T Corp.*, Memorandum Opinion and Order, 15 FCC Rcd. 9816, 9822, ¶ 13 (2000) (“*MediaOne/AT&T Merger Order*”); *In re Applications for Consent to the Transfer of Control of Licenses and Section 214 Authorizations from Tele-Commc'ns, Inc. to AT&T Corp.*, Memorandum Opinion and Order, 14 FCC Rcd. 3160, 3170, ¶ 16 (1999) (citing *In re Applications of Bourbeuse Tel. Co. and Fidelity Tel. Co.*, Memorandum Opinion and Order, 14 FCC Rcd. 803 (1998)); *SBC/Ameritech Merger Order*, 14 FCC Rcd. at 14,740-41, ¶ 54.

¹⁰ *In re Applications for Consent to the Transfer of Control of Licenses and Section 214 Authorizations by Time Warner Inc. and Am. Online, Inc. to AOL Time Warner Inc.*, Order, 16 FCC Rcd. 6547, 6557, ¶ 26 (2001); *GTE/Bell Atlantic Merger Order*, 15 FCC Rcd. at 14,048, ¶ 25; *MediaOne/AT&T Merger Order*, 15 FCC Rcd. at 9822, ¶ 13; *SBC/Ameritech Merger Order*, 14 FCC Rcd. at 14,740-41, ¶ 54; see also *In re Petition for Forbearance of the Indep. Tel. & Telecomms. Alliance*, Third Memorandum Opinion and Order, 14 FCC Rcd. 10,816, 10,830-31, ¶ 20 (1999).

III. THE TRANSACTION IS IN THE PUBLIC'S INTEREST AND WILL PROMOTE THE COMMISSION'S OBJECTIVES OF ENHANCING COMPETITION AND INVESTMENT IN WIRELESS BROADBAND NETWORKS

A. The Proposed Transaction Serves the Public Interest

The Commission's approval of the proposed transaction will promote the public interest. The proposed transaction will enable Tampnet to utilize the FCC Licenses to invest in network facilities necessary to deploy a 4G/LTE network in the Gulf of Mexico. Upon close of the transaction Tampnet will aggressively upgrade the existing 2G network and deploy a Gulf-wide 4G/LTE network that will permit Tampnet to offer robust and reliable 4G service to the oil and gas industry, its resellers and its roaming partners in this market.

In so doing Tampnet will be able to provide the industry with the latest high capacity and low latency 4G-technology in the same manner as its' parent company, Tampnet AS, provides such benefits to members of the oil and gas exploration and production industry in the North Sea. Tampnet's parent company, Tampnet AS, is already operating the world's largest 4G/LTE network serving the oil and gas industry in the North Sea. As such, Tampnet can leverage that operational experience and network deployment expertise to deploy and operate a high-capacity network infrastructure in a harsh offshore environment like the Gulf. The Commission has recognized that foreign investment has been and will continue to be an important source of financing for U.S. telecommunications companies, fostering technical innovation, economic growth, and job creation.¹¹

Grant of this application will permit Tampnet to provide a variety of innovative wireless products and services in the Gulf of Mexico to serve the unique needs of customers in that area. Most notably, Tampnet is planning to deploy an offshore 4G/LTE network in the Gulf of Mexico

¹¹ See *Review of Foreign Ownership Policies for Common Carrier and Aeronautical Radio Licensees under Section 310(b)(4) of the Communications Act of 1934, as Amended*, Second Report and Order, 28 FCC Rcd 5741 at 5744 (2013) ("2013 Foreign Ownership Order").

that will yield higher capacity and lower latency network infrastructure to benefit users in the Gulf, a clear improvement over the existing 2G network infrastructure in this market. Tampnet will leverage the 4G/LTE network to deliver to subscribers a suite of voice and data services delivered over a more robust network. In addition, Tampnet will enter into long-term roaming agreements with other telecommunications carriers, thereby enabling such carriers to leverage the state-of-the-art, offshore 4G infrastructure to offer high-capacity and low-latency data and voice services for the benefit of its customers in the Gulf. Thus, the transaction will permit Tampnet to compete more effectively with other communications services providers in the Gulf, thereby enhancing competition and expanded choices for subscribers.

B. The Proposed Transaction Creates No Competitive Harm

The proposed transaction will not reduce actual competition in any meaningful way in the affected service area. To the contrary, the transaction will “preserv[e] and enhanc[e] competition.”¹² This transaction will preserve competition within the Gulf of Mexico as Tampnet’s expanded presence in the Gulf of Mexico will effectively replace, and technologically improve upon, Broadpoint’s operation. Consequently, Tampnet’s acquisition and control of the FCC Licenses will introduce a new competitor to replace Broadpoint, thereby maintaining competition in these markets. In addition, Tampnet’s management team is experienced at deploying and operating high-capacity 4G/LTE networks in offshore areas, and is well-equipped to maintain Broadpoint’s competitive position in the Gulf of Mexico.

The proposed transaction will enhance competition by enabling Tampnet to more effectively compete, while preserving meaningful competition in the affected markets.

Specifically, the transaction will not result in public interest harm in mobile telephony/mobile

¹² *AT&T-Dobson Order* at ¶ 12; *Sprint-Nextel Order*, 20 FCC Rcd at 13977; *Alltel-Western Order*, 20 FCC Rcd at 13064; *Cingular-AT&T Wireless Order*, 19 FCC Rcd at 21544.

broadband markets because the transaction is unlikely to raise potential competitors' costs, or foreclose the potential entry, expansion, or deployment of advanced mobile broadband technologies utilizing alternative service platforms to serve this market.¹³ As such, the proposed transaction "is unlikely to materially lessen the ability of rival service providers to respond to any anticompetitive behavior on the part of the combined entity in [these local markets]."¹⁴

The proposed transaction will have no adverse competitive effects. It will neither cause an overall aggregation of spectrum that would pose an anticompetitive risk nor reduce actual competition in any meaningful way for a variety of reasons. The proposed transaction will not cause an aggregation of spectrum that would pose an anticompetitive risk. Upon close of the transaction Tampnet, through affiliated companies, will not exceed the Commission's initial "screen" as a result of this transaction.¹⁵

C. The Proposed Transaction Presents No Foreign Ownership Concerns

As previously noted, on May 7, 2015, Tampnet filed a petition for declaratory ruling under Section 310(b)(4) requesting that the Commission issue a declaratory ruling finding that 100 percent indirect foreign ownership of Tampnet Licensee (a wholly-owned subsidiary of Tampnet) is in the public interest.¹⁶ As demonstrated in that petition, the public interest will be served by the proposed indirect foreign ownership of Tampnet Licensee because it will permit foreign investment in these markets, which the Commission has recognized is and will continue to be an important source of financing for U.S. telecommunications companies, fostering technical innovation, economic growth and job creation.

¹³ See, e.g., *Applications of Deutsche Telekom AG, T-Mobile USA, Inc., and MetroPCS Communications, Inc. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order and Declaratory Ruling, 28 FCC Rcd 2322, ¶ 53 (2013).

¹⁴ *Id.*

¹⁵ *Mobile Spectrum Holdings Order* ¶ 251 (adopting a revised screen of 194 megahertz).

¹⁶ See International Bureau File No. ISP-PDR-20150507-00003.

IV. CONCLUSION

As demonstrated above, Tampnet is well-qualified to acquire, control and make beneficial public use of the spectrum proposed to be assigned to Tampnet's subsidiary as a result of this transaction. Also, the proposed transaction does not create any geographic overlap, will not adversely affect competition in the subject markets and will otherwise serve the public interest, convenience and necessity. Moreover, the transaction does not involve licenses still subject to the designated entity rules or implicate a request for a waiver. Indeed, grant of this application will promote competition and will otherwise serve the public interest, convenience and necessity. For these reasons, prompt Commission approval of this transaction is warranted.